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OF COUNSEL  
URBAN A. LESTER

September 26, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 24129-A FILED

SEP 26 '02 12:51 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of September 26, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

[Buyer/Lessor: Allfirst Bank  
25 South Charles Street  
Baltimore, MD 21202]

Seller/Lessee: Illinois Central Railroad Company  
455 North Cityfront Plaza Drive  
Chicago, IL 60611

A description of the railroad equipment covered by the enclosed document is:

236 boxcars within the series CNA 554001 – CNA 554296

Mr. Vernon A. Williams  
September 26, 2002  
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO.

34129-A

FILED

SEP 26 '02

12:51 PM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS that ILLINOIS CENTRAL RAILROAD COMPANY, an Illinois corporation ("Seller"), in consideration of the sum of \$10.00 and other good and valuable consideration paid by ALLFIRST BANK ("Buyer") pursuant to the terms of the Purchase and Sale Agreement dated as of September 26, 2002 between Seller and Buyer, has granted, bargained, sold, conveyed, transferred, and delivered and by these presents does hereby bargain, sell, grant, convey, transfer, and deliver unto Buyer the units of equipment described on Schedule A attached hereto and made a part hereof.

TO HAVE AND TO HOLD the same unto Buyer, its successors and assigns, for its and their own use and behoof, forever.

And the Seller does for itself and its successors and assigns covenant and agree with Buyer to warrant and defend title to such units of equipment hereby sold unto Buyer, its successors and assigns against all and every person and persons whomsoever.

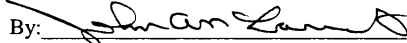
And the Seller does for itself and its successors and assigns warrant and represent to Buyer that the title conveyed is good, its transfer is rightful; and such units of equipment are, have been, or shall be delivered free from any security interest or other lien or encumbrance arising through Seller.

SUCH UNITS OF EQUIPMENT SHALL BE SOLD TO BUYER BY SELLER ON AN "AS-IS, WHERE-IS BASIS, WITH ALL FAULTS," WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITIONS OF SUCH UNITS OF EQUIPMENT, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed as of this 26th day of September, 2002.

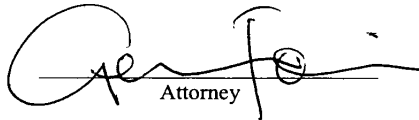
ILLINOIS CENTRAL RAILROAD COMPANY,  
Lessee

By:   
John A.N. Lamont  
Senior Manager Asset Finance

Address: c/o Canadian National Railway  
Company  
935 de La Gauchetiere St. West  
Montreal, Quebec H3B 2M9  
Attention: Senior Manager Asset Finance  
Facsimile: 514-399-8038

PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

On this 26<sup>th</sup> day of September, 2002, before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of Illinois Central Railroad Company, that said instrument was signed by him, on behalf of said corporation by authority of its Board of Directors and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Attorney

Bar Number: 1900021-8

SCHEDULE A  
to Bill of Sale

DESCRIPTION OF UNITS OF EQUIPMENT

Two-hundred thirty-six (236) 50' 70-ton (16' double sliding door) XM boxcars built by PACCAR in 1978-79 bearing the marks and numbers set forth below:

#	Mark and Number	#	Mark and Number
1	CNA 554001	41	CNA 554052
2	CNA 554002	42	CNA 554053
3	CNA 554004	43	CNA 554054
4	CNA 554006	44	CNA 554055
5	CNA 554007	45	CNA 554056
6	CNA 554009	46	CNA 554058
7	CNA 554012	47	CNA 554059
8	CNA 554013	48	CNA 554060
9	CNA 554014	49	CNA 554061
10	CNA 554016	50	CNA 554063
11	CNA 554017	51	CNA 554064
12	CNA 554018	52	CNA 554065
13	CNA 554019	53	CNA 554066
14	CNA 554020	54	CNA 554067
15	CNA 554021	55	CNA 554068
16	CNA 554022	56	CNA 554069
17	CNA 554024	57	CNA 554071
18	CNA 554025	58	CNA 554073
19	CNA 554026	59	CNA 554074
20	CNA 554027	60	CNA 554076
21	CNA 554028	61	CNA 554077
22	CNA 554030	62	CNA 554078
23	CNA 554031	63	CNA 554079
24	CNA 554033	64	CNA 554080
25	CNA 554035	65	CNA 554081
26	CNA 554036	66	CNA 554082
27	CNA 554037	67	CNA 554084
28	CNA 554038	68	CNA 554085
29	CNA 554039	69	CNA 554086
30	CNA 554040	70	CNA 554087
31	CNA 554041	71	CNA 554088
32	CNA 554042	72	CNA 554089
33	CNA 554043	73	CNA 554090
34	CNA 554044	74	CNA 554091
35	CNA 554045	75	CNA 554092
36	CNA 554047	76	CNA 554093
37	CNA 554048	77	CNA 554094
38	CNA 554049	78	CNA 554095
39	CNA 554050	79	CNA 554096
40	CNA 554051	80	CNA 554098

#	Mark and Number		#	Mark and Number	
81	CNA	554099	121	CNA	554146
82	CNA	554100	122	CNA	554147
83	CNA	554101	123	CNA	554149
84	CNA	554102	124	CNA	554150
85	CNA	554103	125	CNA	554151
86	CNA	554104	126	CNA	554152
87	CNA	554105	127	CNA	554155
88	CNA	554106	128	CNA	554156
89	CNA	554108	129	CNA	554157
90	CNA	554109	130	CNA	554158
91	CNA	554110	131	CNA	554159
92	CNA	554112	132	CNA	554161
93	CNA	554113	133	CNA	554162
94	CNA	554114	134	CNA	554163
95	CNA	554115	135	CNA	554165
96	CNA	554116	136	CNA	554167
97	CNA	554117	137	CNA	554168
98	CNA	554118	138	CNA	554170
99	CNA	554119	139	CNA	554171
100	CNA	554121	140	CNA	554172
101	CNA	554122	141	CNA	554173
102	CNA	554123	142	CNA	554174
103	CNA	554124	143	CNA	554175
104	CNA	554125	144	CNA	554176
105	CNA	554126	145	CNA	554177
106	CNA	554127	146	CNA	554178
107	CNA	554128	147	CNA	554179
108	CNA	554129	148	CNA	554180
109	CNA	554130	149	CNA	554181
110	CNA	554131	150	CNA	554182
111	CNA	554132	151	CNA	554183
112	CNA	554134	152	CNA	554184
113	CNA	554135	153	CNA	554186
114	CNA	554136	154	CNA	554187
115	CNA	554138	155	CNA	554188
116	CNA	554139	156	CNA	554191
117	CNA	554141	157	CNA	554193
118	CNA	554143	158	CNA	554195
119	CNA	554144	159	CNA	554196
120	CNA	554145	160	CNA	554197

#	Mark and Number		#	Mark and Number	
161	CNA	554198	201	CNA	554252
162	CNA	554199	202	CNA	554253
163	CNA	554200	203	CNA	554255
164	CNA	554201	204	CNA	554256
165	CNA	554202	205	CNA	554257
166	CNA	554203	206	CNA	554258
167	CNA	554204	207	CNA	554259
168	CNA	554205	208	CNA	554260
169	CNA	554206	209	CNA	554262
170	CNA	554207	210	CNA	554263
171	CNA	554208	211	CNA	554265
172	CNA	554210	212	CNA	554266
173	CNA	554211	213	CNA	554267
174	CNA	554212	214	CNA	554268
175	CNA	554213	215	CNA	554270
176	CNA	554214	216	CNA	554272
177	CNA	554215	217	CNA	554273
178	CNA	554217	218	CNA	554274
179	CNA	554220	219	CNA	554275
180	CNA	554223	220	CNA	554277
181	CNA	554226	221	CNA	554278
182	CNA	554227	222	CNA	554279
183	CNA	554229	223	CNA	554281
184	CNA	554230	224	CNA	554282
185	CNA	554231	225	CNA	554283
186	CNA	554234	226	CNA	554285
187	CNA	554235	227	CNA	554286
188	CNA	554236	228	CNA	554287
189	CNA	554237	229	CNA	554289
190	CNA	554238	230	CNA	554290
191	CNA	554239	231	CNA	554291
192	CNA	554240	232	CNA	554292
193	CNA	554241	233	CNA	554293
194	CNA	554244	234	CNA	554294
195	CNA	554245	235	CNA	554295
196	CNA	554246	236	CNA	554296
197	CNA	554247			
198	CNA	554248			
199	CNA	554249			
200	CNA	554251			

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Bill of Sale is a true and complete copy  
of said Bill of Sale.

WITNESS my hand and seal this 25th day of September, 2002.

  
My Commission Expires 11/11/04  
Dorothy J. Hampton  
Dorothy J. Hampton  
Notary Public